

Goodwin Procter LLP
601 S Figueroa St., 41st Floor
Los Angeles, California 90017

1 BROOKS R. BROWN (SBN 250724)

bbrown@goodwinprocter.com

2 STEVEN A. ELLIS (SBN 171742)

sellis@goodwinprocter.com

3 **GOODWIN PROCTER LLP**

601 S. Figueroa Street, 41st Floor

4 Los Angeles, CA 90017

Tel.: 213.426.2500

5 Fax: 213.623.1673

6 THOMAS M. HEFFERON (pro hac vice)

thefferon@goodwinprocter.com

7 **GOODWIN PROCTER LLP**

901 New York Avenue, N.W.

8 Washington, DC 20001

Tel.: 202.346.4000

9 Fax: 202.346.4444

10 ROBERT B. BADER (SBN 233165)

rbader@goodwinprocter.com

11 **GOODWIN PROCTER LLP**

Three Embarcadero Center, 24th Floor

12 San Francisco, CA 94111

Tel.: 415.733.6000

13 Fax: 415.677.9041

14 Attorneys for Defendant:

Countrywide Home Loans, Inc.

16 **UNITED STATES DISTRICT COURT**

17 **NORTHERN DISTRICT OF CALIFORNIA**

18 **SAN JOSE DIVISION**

19 JAY RALSTON, individually and on behalf of
20 all others similarly situated,

21 Plaintiff,

22 v.

23 MORTGAGE INVESTORS GROUP, INC.;
24 MORTGAGE INVESTORS GROUP, a
general partnership; COUNTRYWIDE HOME
LOANS, INC.; and DOES 3-10,

25 Defendants.

Case No. 5:08-CV-00536-JF (PSGx)

**DECLARATION OF BROOKS R. BROWN
IN SUPPORT OF COUNTRYWIDE HOME
LOANS, INC.'S OPPOSITION TO
PLAINTIFF'S CORRECTED MOTION
FOR CLASS CERTIFICATION**

Date: October 14, 2011

Time: 9:00 a.m.

Courtroom: 3 - 5th Floor

Judge: Hon. Jeremy Fogel

Goodwin Procter LLP
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Los Angeles, California 90017

I, Brooks R. Brown, hereby depose and state as follows:

1. I am a partner with the law firm Goodwin Procter LLP and I represent Defendant Countrywide Home Loans, Inc. ("CHL") in the above-captioned matter. I submit this Declaration in connection with CHL's Opposition to Plaintiff's Corrected Motion for Class Certification in the above-captioned matter. This Declaration is based on my personal knowledge and/or review of non-privileged documents available to me; if called as a witness I could and would testify as follows.

2. Attached hereto as Exhibit 1 is a true and correct copy of relevant excerpts from the March 11, 2011 Transcript of Proceedings in this action.

3. Attached hereto as Exhibit 2 is a true and correct copy of relevant excerpts from the August 18, 2011 deposition of Nader Akhavan in this action.

4. Attached hereto as Exhibit 3 is a true and correct copy of relevant excerpts from the June 1, 2011 deposition of Leonard Lyons in this action.

5. Attached hereto as Exhibit 4 is a true and correct copy of relevant excerpts from the August 16, 2011 deposition of Jonathan R. Macey in this action

6. Attached hereto as Exhibit 5 is a true and correct copy of relevant excerpts from the March 3, 2009 deposition of Jay Ralston in this action.

7. Attached hereto as Exhibit 6 is a true and correct copy of relevant excerpts from the February 23, 2009 deposition of Christine Rhea in this action.

8. Attached hereto as Exhibit 7 is a true and correct copy of relevant excerpts from the May 25, 2011 deposition of Alan White in this action.

9. Attached hereto as Exhibit 8 is a true and correct copy of the expert report of Charles H. Grice in this action.

10. Attached hereto as Exhibit 9 is a true and correct copy of the expert report of James A. Levinsohn, Ph.D. in this action.

11. Attached hereto as Exhibit 10 is a true and correct copy of the expert report of Leonard Lyons in this action.

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- 1 12. Attached hereto as Exhibit 11 is a true and correct copy of the addendum to the
- 2 expert report of Leonard Lyons in this action.
- 3 13. Attached hereto as Exhibit 12 is a true and correct copy of the expert report of
- 4 David M. Skanderson, Ph.D. in this action.
- 5 14. Attached hereto as Exhibit 13 is a true and correct copy of the expert report of Alan
- 6 White in this action.
- 7 15. Attached hereto as Exhibit 14 is a true and correct copy of the expert rebuttal report
- 8 of Michael D.'Alonzo in this action.
- 9 16. Attached hereto as Exhibit 15 is a true and correct copy of the rebuttal expert report
- 10 of Charles H. Grice in this action.
- 11 17. Attached hereto as Exhibit 16 is a true and correct copy of the expert rebuttal report
- 12 of David M. Skanderson, Ph.D. in this action.
- 13 18. Attached hereto as Exhibit 17 are true and correct copies of Loan Purchase
- 14 Agreements between Countrywide and various correspondent lenders produced in this action.
- 15 19. Attached hereto as Exhibit 18 is a true and correct copy of a Mortgage Investors
- 16 Group Important Pay Option ARM Loan Information document (Exhibit 9 to deposition of
- 17 Christine Rhea).
- 18 20. Attached hereto as Exhibit 19 is a true and correct copy of the Adjustable Rate
- 19 Note of Plaintiff Ralston, dated July 20, 2005 (Exhibit 45 to March 3, 2009 deposition of Jay
- 20 Ralston).
- 21 21. Attached hereto as Exhibit 20 is a true and correct copy of the Adjustable Rate
- 22 Rider of Plaintiff Ralston, dated July 20, 2005 (Exhibit 44 to March 3, 2009 deposition of Jay
- 23 Ralston).
- 24 22. Attached hereto as Exhibit 21 is a true and correct copy of the Deed of Trust of
- 25 Plaintiff Ralston, dated July 22, 2005 (Exhibit 43 to March 3, 2009 deposition of Jay Ralston).
- 26 23. Attached hereto as Exhibit 22 is a true and correct copy of the Truth-in-Lending
- 27 Disclosure Statement of Plaintiff Ralston, dated July 22, 2005 (Exhibit 19 to March 3, 2009
- 28 deposition of Jay Ralston).

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24. Attached hereto as Exhibit 23 is a true and correct copy of the Adjustable Rate Mortgage Loan Program Disclosure of Plaintiff Ralston, dated July 20, 2005 (Exhibit 42 to March 3, 2009 deposition of Jay Ralston).

25. Attached hereto as Exhibit 24 are true and correct copies of Interest-Only Mortgage Payments and Payment-Option ARMs-Are They for You? handbooks from POA loan borrower files produced in this action.

26. Attached hereto as Exhibit 25 is a true and correct copy of a Pay Option Information Addendum to First Payment Letter from a POA loan borrower file produced in this action.

27. Attached hereto as Exhibit 26 is a true and correct copy of a Sterling Rose Option ARM FAQ document from a POA loan borrower file produced in this action.

28. Attached hereto as Exhibit 27 is a true and correct copy of an Interest-Only Addendum to Adjustable Rate Promissory Note form from POA loan borrower files produced in this action.

29. Attached hereto as Exhibit 28 is a true and correct copy of a Interest-Only Addendum to Adjustable Rate Rider form from a POA loan borrower file produced in this action.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed this 30th day of August, 2011.

s/ Brooks R. Brown
Brooks R. Brown

PROOF OF SERVICE

I further certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non registered participants on August 30, 2011.

s/ Brooks R. Brown

Brooks R. Brown

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